

RECORDATION NO. 29856 FILED

AUG 10 '11 -1 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 10, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 1, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Lessor	Macquarie Rail Inc 1 North Wacker Drive, 9 <sup>th</sup> Floor Chicago, IL 60606
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Lessee.	Georgia-Pacific LLC 133 Peachtree Street, N E. Atlanta, GA 30303
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Section Chief  
August 10, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

93 boxcars within the series AOK 111250 – AOK 111531 as more particularly set forth in the attachment to the document.

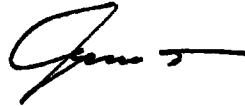
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE  
BETWEEN  
MACQUARIE RAIL INC.  
("LESSOR")**

**AND**

**GEORGIA-PACIFIC LLC  
("LESSEE")**

**August 1, 2011**

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**THIS MEMORANDUM OF LEASE** is executed as of **August 1, 2011** by and between **MACQUARIE RAIL INC.**, a Delaware corporation ("**Lessor**"), and **GEORGIA-PACIFIC LLC**, a Delaware limited liability company ("**Lessee**").

**WITNESSETH:**

1. Lessor has leased to Lessee the 93 units of railroad rolling stock described on Exhibit A attached hereto and made a part hereof.
2. The Lease is effective as of the date first set forth hereinabove and is subject to the lease term, as described in the Lease.
3. This Memorandum is executed and delivered for the purposes of evidencing the lease transaction described herein and may be filed or recorded in such offices as the Lessor may elect. Lessee further authorizes Lessor to make such other filings as Lessor may reasonably deem necessary or appropriate to evidence, perfect or protect its interest. Nothing herein, however, shall alter the terms of the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

**Lessor: MACQUARIE RAIL INC.**

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**Lessee: GEORGIA-PACIFIC LLC**

By: *JW Courtwright*  
Title: *Dir. Strategic Operations* (PB)  
Date: *8.8.11* *mdw*

**THIS MEMORANDUM OF LEASE** is executed as of August 1, 2011 by and between MACQUARIE RAIL INC., a Delaware corporation ("*Lessor*"), and GEORGIA-PACIFIC LLC, a Delaware limited liability company ("*Lessee*").

WITNESSETH:

1. Lessor has leased to Lessee the 93 units of railroad rolling stock described on Exhibit A attached hereto and made a part hereof.
2. The Lease is effective as of the date first set forth hereinabove and is subject to the lease term, as described in the Lease.
3. This Memorandum is executed and delivered for the purposes of evidencing the lease transaction described herein and may be filed or recorded in such offices as the Lessor may elect. Lessee further authorizes Lessor to make such other filings as Lessor may reasonably deem necessary or appropriate to evidence, perfect or protect its interest. Nothing herein, however, shall alter the terms of the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MACQUARIE RAIL INC.

By: [Signature] W. B. G.  
Title: President SVP Operations  
Date: 8-5-2011 8-5-2011

Lessee: GEORGIA-PACIFIC LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_ day of \_\_\_, 20\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of MACQUARIE RAIL INC. that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF Georgia  
COUNTY OF Fulton

On this 21<sup>st</sup> day of Aug, 2011, before me personally appeared Glen Courtwright, to me personally known, who being by me duly sworn, says that he is the Director, State of Georgia of GEORGIA-PACIFIC LLC that the foregoing instrument was signed on behalf of said Georgia Pacific, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

Sherry L. Cosper  
NOTARY PUBLIC

My commission expires

4-20-2013

